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Chairman

Ambassador David M. Walters
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1st Vice President

Mark Blank
2nd Vice President / Treasurer

Dr. Ricardo Pines
Secretary

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Donald H. Altman, M.D.
Harry Hood Bassett, Jr.
Mark Blank
Luis J. Botifoll
Florence Groover Frank
Abel Holtz
Albert H. Nahmad
Dr. Ricardo Pines

David M. Walters

Trustees

Cesar L. Alvarez
Neil R. Chrystal
Hon. Dante B. Fascell
Michael B. Fernandez
Judith L. George
Miles E. Gilman

Manuel Iribar, M.D.
Robert M. Kramer
William L. Morrison
Alan Ojeda
Alan Potamkin
Janice Revitz, Esq.
J. David Scheiner
Byron L. Sparber
Arthur E. Teele, Jr.

Judy Weiser

Ex-Officio Member
Fima Lifshitz, M.D.

In Memoriam
Alec P. Courtelis
Burton S. Kahn
Arthur L. Moses

737604



July 30, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

MIAMI CHILDREN'S
HOSPITAL
FOUNDATION

200002607782--4
-08/05/98--D1045--011
*****35.00 *****35.00

Dear Sir:

Enclosed is an original and one copy of the Third Articles of Amendment to the Articles of Incorporation of Variety Children's Hospital Foundation, Inc. (Charter #737604). Also enclosed is a check in the amount of \$35 and a postage-paid return envelope. Kindly return a copy of the recorded amendment to this office.

Sincerely,

Joanne M. Bogdon-Diaz
Assistant to the President

FILED
98 AUG 27 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VS AUG 31 1998

Amend.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 7, 1998

JOANNE M. BOGDON-DIAZ
3000 S.W. 62 AVE.
MIAMI, FL 33155

SUBJECT: VARIETY CHILDREN'S HOSPITAL FOUNDATION, INC.
Ref. Number: 737604

We have received your document for VARIETY CHILDREN'S HOSPITAL FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 498A00041328

8/25/98 Thank you. Enclosed is the revised amendment.

THIRD ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
VARIETY CHILDREN'S HOSPITAL FOUNDATION, INC.,
A Corporation Not-For-Profit

FILED
98 AUG 27 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby amends the Articles of Incorporation and any Amendments thereto of VARIETY CHILDREN'S HOSPITAL FOUNDATION, INC., as follows:

1. Article II is hereby amended to read as follows:

Article II
PURPOSE

The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes. The general purpose of the corporation is, and shall be, to perform and execute a public trust to encourage, aid, enrich and support, as its main and primary purpose, the health care programs and activities and such health care organizations and facilities supported, controlled by or affiliated or allied with Variety Children's Hospital d/b/a Miami Children's Hospital and/or its Governing Board as approved by the Board of Trustees of this Foundation. Any health care organization or facility must, in order to be considered for support, qualify, either directly or through the parent institution, as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provisions of any future United States Internal Revenue Law), or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). The corporation is, and shall be, empowered to receive by gift,

grant, purchase, devise, bequest, or in any other lawful manner, any real or personal property, and to hold, use, improve, operate, manage, lease, convey, convert, invest, dispose of by gift, sale, lease or otherwise, and transfer any or all of such real or personal property, and to use the same in any lawful manner for the furtherance of its purposes herein stated, and to do and perform generally all acts reasonably incident to the corporate purposes and objectives.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or corresponding provision of any future United States Internal Revenue Law).

2. Article XII is amended to read as follows:

ARTICLE XII
DISTRIBUTION UPON DISSOLUTION

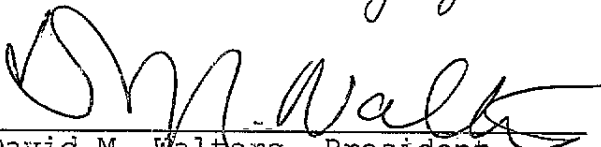
Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment

of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for Variety Children's Hospital d/b/a Miami Children's Hospital or with the approval of the Board of Trustees of this Foundation, to any health care organization for the benefit of children supported or controlled by Variety Children's Hospital d/b/a Miami Children's Hospital and/or its Governing Board, if the recipient organization shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law); in the event that such qualification is not met, then to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes for the benefit of children as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law) or to an organization or organizations, contribution to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986 as amended, as the Board of Trustees may determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court in the county in which the principal office of the corporation is then located, exclusively for such charitable, educational or scientific purposes benefiting children or to such organization or organizations as said Court shall determine, which are organized for such charitable, educational or scientific purposes benefiting children.

3. All other Articles contained in the original Articles of Incorporation and any Amendment thereto shall remain unchanged.

The foregoing amendments were approved and accepted by unanimous vote of the Board of Trustees at a meeting on March 19, 1998. *All members entitled to vote approved and accepted this amendment.*

IN WITNESS WHEREOF, the undersigned, being the President and the attesting Secretary, have hereunder set their hands and the seal of this corporation on this 29 day of July, 1998.


David M. Walters, President

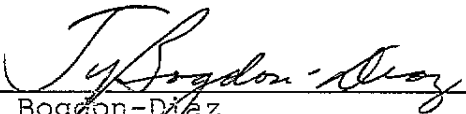
Attest:

Ann E. Lyons, Assistant Secretary

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared DAVID M. WALTERS, President of Variety Children's Hospital Foundation, Inc., who, being personally known to me, executed the foregoing Articles of Amendment to the Articles of Incorporation, freely and voluntarily, as his act and deed.

DATED this 29 day of July, 1998 at Miami, Miami-Dade County, Florida.


JM Bogdon-Diaz
Notary Public, State of Florida
Commission No. CC559465
Commission expires: 6/5/2000



JM BOGDON-DIAZ
My Commission CC559465
Expires Jun. 05, 2000